FORM D



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 16.00

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| Name of Offering ([] check if the change.) IMCOR Pharmaceutic | nis is an amendment and name had | s changed, and indicate | |
|---|---|--|----------------------|
| Filing Under (Check box(es) th apply): | at [] <u>Rule 504</u> [] <u>Rule 505</u> [| X] Rule 506 [] Section | 14(6) <u>CEJUL</u> Ō |
| Type of Filing: [] New Filing | [X] Amendment | 3 | KOV 17 2004 |
| | A. BASIC IDENTIFICATION DAT | A | |
| 1. Enter the information reques | sted about the issuer | STATE OF THE PROPERTY OF THE P | |
| Name of Issuer ([] check if the IMCOR Pharmaceutic | is is an amendment and name has cal Co. | changed, and indicate c | hange.) |
| Address of Executive Offices Telephone Number (Including 6175 Lusk Boulevard | (Number and Street, City, Stat Area Code) , San Diego, CA 92121 | e, Zip Code) (858) 410-5601 | |
| Address of Principal Business Telephone Number (Including (if different from Executive Offi | | City, State, Zip Code) | - |
| Brief Description of Business | Development stage biopharmad | ceutical company | |
| Type of Business Organization | | | |
| [X] corporation | [] limited partnership, already | formed [] other (| please specify) |

| [] business trust [] limited partnership, to be formed |
|--|
| Month Year |
| Actual or Estimated Date of Incorporation or Organization: [12] [94] [X] Actual [] Estimate |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [NV] |
| GENERAL INSTRUCTIONS |
| Federal: |
| Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). |
| When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. |
| Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be |

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | [] Promoter [] | Beneficial Owner | [X] Executive Officer | [X] Director [] | General and/or Managing Partner |
|-------------------------------------|-------------------------------------|-----------------------|---|-------------------|---------------------------------------|
| Full Name (Last nam Williams, Ta | | al) | | | · |
| Business or Residen 6175 Lusk B | ce Address (Num oulevard, San Di | | City, State, Zip Cod | e) | |
| Check Box(es) that Apply: | [] Promoter [|] Beneficial Owner | [X] Executive Officer | [] Director [] | General and/or Managing Partner |
| Full Name (Last nam DeFranco, J | | al) | | F 1 | |
| Business or Residen 6175 Lusk B | ce Address (Nun oulevard, San Dì | | City, State, Zip Cod | e) | |
| Check Box(es) that Apply: | [] Promoter [] | Beneficial Owner | [] Executive Officer | [X] Director [] | General and/or Managing Partner |
| Full Name (Last nam Dean, Richa | | al) | | | |
| Business or Residen c/o Xanthus | | | City, State, Zip Cod ogy Square, Cambrid | | |
| Check Box(es) that Apply: | [] Promoter [] | Beneficial Owner | [] Executive Officer | [X] Director [] | General and/or Managing Partner |
| Full Name (Last nam Deptula-Hick | | al) | | | |
| Business or Residen | | | City, State, Zip Cod le Street, Wilmington | | |
| Check Box(es) that Apply: | [] Promoter [|] Beneficial Owner | [] Executive Officer | [X] Director [] | General and/or Managing Partner |

| Full Name (Last name first, if individual) Gallagher, Brian | | | |
|---|---|--|--|
| Business or Residence Address (Number and Stree 6175 Lusk Boulevard, San Diego, CA 9212 | | ode) | And the material delicery of the second seco |
| Check Box(es) that [] Promoter [] Beneficial Apply: Owner | [] Executive Officer | [X] Director [] | General and/or Managing Partner |
| Full Name (Last name first, if individual) McPhee, William | | | |
| Business or Residence Address (Number and Stree c/o Mi3 L.P., One Hollis Street, Ste. 232, W | | ode) | The state of the s |
| Check Box(es) that [] Promoter [] Beneficial Apply: Owner | [] Executive Officer | [X] Director [] | General and/or Managing Partner |
| Full Name (Last name first, if individual) Watson, Alan | | | · magazarana ara- |
| Business or Residence Address (Number and Stree c/o Elixir Pharmaceuticals, One Kendall Sq | | | 02139 |
| (Use blank sheet, or copy and use addition Additional names/ad | | | .) |
| B. INFORMATION AE | BOUT OFFERING | | Market Committee |
| Has the issuer sold, or does the issuer intend to offering? | sell, to non-accredite | ed investors in this | Yes No |
| Answer also in Appendix | , Column 2, if filing ι | ınder ULOE. | |
| 2. What is the minimum investment that will be according | epted from any indiv | idual? | \$1,000 |
| 3. Does the offering permit joint ownership of a sing | gle unit? | | Yes No |
| 4. Enter the information requested for each <u>person</u> directly or indirectly, any commission or similar rem connection with sales of securities in the offering. If person or agent of a broker or dealer registered wit the name of the broker or dealer. If more than five (persons of such a broker or dealer, you may set for only. | uneration for solicitate a person to be liste the SEC and/or wi be persons to be list | ation of purchasers i d is an associated ith a state or states, ed are associated | list |
| Full Name (Last name first, if individual) | | | • |
| Business or Residence Address (Number and Street | et, City, State, Zip C | ode) | |
| Name of Associated Broker or Dealer | With the second | | |

| States | in Whic | h <u>Perso</u> | <u>n</u> Listed | Has Sc | licited or | Intends | to Solici | t Purcha | sers | | | |
|-------------|-----------------|-----------------|-----------------|-----------------|----------------|--|---|--------------|--------------|--|---|----------------------|
| (Chec | k "All | States" | or chec | k indivi | idual St | ates) | | • | | [|] All St | ates |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [AM] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [MM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| Full Na | ame (La | st name | first, if i | ndividua | al) | | | | | ************************************** | | |
| Busine | ess or R | esidenc | e Addre | ss (Num | ber and | Street, C | City, Stat | e, Zip Co | ode) | | | - |
| Name | of Asso | ciated E | Broker or | Dealer | | | | | | | | - |
| States | in Whic | h Perso | n Listed | l Has Sc | licited o | r Intends | to Solic | it Purcha | sers | The second of th | | • |
| (Chec | k "All | States" | or chec | k indiv | idual St | ates) | | | | [|] All St | ates |
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| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| Full N | ame (La | st name | first, if | individua | al) | the state of the s | | | | <u> </u> | 1000 100 100 100 100 100 100 100 100 10 | - |
| Busine | ess or R | esidenc | e Addre | ss (Num | ber and | Street, 0 | City, Stat | e, Zip Co | ode) | | | |
| Name | of Asso | ciated E | Broker o | Dealer | -,, | | | | - | | | |
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| | | | or chec [AR] | k indiv [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| (Chec | k "All | States" | | | | ŕ | [DE] [MD] | [DC] [MA] | [FL] [MI] | [GA] [MN] | [HI] [MS] | |
| (Chec | ck "All [AK] | States" [AZ] | [AR] | [CA] | [CO] | [CT] | | | | | | [ID] [MO] [PA] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered

for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Airead Sold |
|--|-----------------------------|----------------------------|
| | - | |
| | | |
| • | \$ See attached | \$ See attached |
| | * • • • • • • | ^ . |
| The state of the s | \$ See attached | \$ See attached |
| · | \$0 | _ \$0 |
| | \$0 | \$0 |
| | \$ See attached | \$ See attached |
| Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | |
| | Number | Aggregate Dollar Amount |
| | Investors | of Purchases |
| Equity | 1 | \$ See attached |
| Non-accredited Investors | 0 | \$0 |
| Total (for filings under Rule 504 only) | <u> </u> | \$ <u>0.00</u> |
| Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. | | |
| Type of offering | Type of Security | Dollar Amount Sold |
| • | 0 | \$ 0 |
| | 0 | \$ 0 |
| | 0 | \$ <u>0</u> |
| | 0 | \$ <u>0.00</u> |
| | <u> </u> | Ψ <u>σ.σσ</u> |
| 4. a. Furnish a statement of all expenses in connection with the ssuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check he box to the left of the estimate. | , | [Y] \$ 1,000 |
| ransier Agent's Fees | | [X] \$ <u>1,000</u> |

| Printing and Engraving Costs | | []\$(|) |
|---|---|----------------------|--|
| Legal Fees | | [X] \$ <u>15,00</u> | 00 |
| Accounting Fees | | []\$(| <u>) </u> |
| Engineering Fees | | []\$ |) |
| Sales Commissions (specify finders' fees separately) | | [X] \$ <u>See a</u> | <u>ittached</u> |
| Other Expenses (identify) | | []\$ | 0 |
| Total | ••••• | [X] \$ <u>See a</u> | attached |
| b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Que difference is the "adjusted gross proceeds to the issuer." | stion 4.a. This er unt ne | \$ <u>See a</u> | attached |
| gross proceeds to the issuer set forth in response to Part C - Question 4, above. | | | |
| | Payments Officers, Directors, Affiliates | | ents To s |
| Salaries and fees | []\$0 | []\$ | 0 |
| Purchase of real estate | []\$0 | []\$ | 0 |
| Purchase, rental or leasing and installation of machinery and equipment | []\$0 | []\$ | 0 |
| Construction or leasing of plant buildings and facilities | []\$0 | []\$ | 0 |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | []\$0 | []\$ | 0 |
| Repayment of indebtedness | []\$0 | []\$_ | 0 |
| Working capital | []\$ | | ee attached |
| Other (specify): | []\$0 | []\$_ | 0 |
| | []\$0 | []\$ | 0 |
| Column Totals | []\$ <u>0.00</u> | []\$ <u>0.</u> | 00 |
| Total Payments Listed (column totals added) | [X |] \$ <u>See atta</u> | ached |
| | | | |
| D. FEDERAL SIGNATURE | | | |

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

| | • | |
|---|--|---------------|
| Issuer (Print or Type) | Signature - Date November 8, 20 | 04 |
| IMCOR Pharmaceutical Co. | 190 Well November 8, 20 | 04 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | |
| Taffy J. Williams | President | |
| | | |
| | ATTENTION | |
| | of fact constitute federal criminal violations. (See 1 J.S.C. 1001.) | 8 |
| | | |
| E. STA | ATE SIGNATURE | , |
| Is any party described in 17 CFR 230.262 provisions of such rule? | 2 presently subject to any of the disqualification | Yes No |
| See Appendix, C | Column 5, for state response. | |
| | es to furnish to any state administrator of any state in D (17 CFR 239,500) at such times as required by state | ; |
| 3. The undersigned issuer hereby undertake | es to furnish to the state administrators, upon written | |

request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) | Signature | Date |
|--------------------------------|-----------------------|------------------|
| IMCOR Pharmaceutical Co. | Mobile | November 8, 2004 |
| Name of Signer (Print or Type) | Title (Print or Type) | |
| Taffy J. Williams | President | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 | | nagan yang di gara menanggal bang dianggan menanggal beraham di menanggal di di di menggal gara menanggal di d | garitefanna ngaadha in a agus a angai in a riangangang ang anjangang | aanneater verste verste il eeste (verste | anna ann an mainte, a painte agus an mha n-ruingeang, agus air na ngair stà na n | read out are an element with the last out of the contract of | en generalen september und der vereigen segen von einzellen i gener v | man variety our with a strike a submaling |
|-------|---|---------------------------------------|--|---|--|--|--|---|--|
| | Intend to no accreo investo State (Part B | on- dited ors in te -Item | Type of security and aggregate offering price offered in state (Part C-Item 1) | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | | Number of Accredited Investors | | Number of Non- Accredited Investors | Amount | Yes | No |
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| OMB APPROVAL |
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| OMB Number: 3235-0076 |
| Expires: May 31, 2005 |
| Estimated average burden |
| hours per response 16.00 |

| SEC USE ONLY | | | | | |
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| DATE RECEIVED | | | | | |

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|------------|--|--|
| | APPENDIX | |
| <u> </u> | A. BASIC IDENTIFICATION DATA (Continued) | |
| | | |

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

| Production and the second | | | | | · · · · · · · · · · · · · · · · · · · |
|------------------------------------|--|-----------------------|------------------------------------|------------------|---------------------------------------|
| Check Box(es) that Apply: | [] Promoter [|] Beneficial Owner | [] Executive Officer | [X] Director [] | General and/or Managing Partner |
| Full Name (Last nan Fleming, Jo | | 11) | | | |
| Business or Resider 225 Berkele | nce Address (Num y Street, Suite 169 | | | de) | |
| Check Box(es) that Apply: | [] Promoter [X |] Beneficial Owner | [] Executive Officer | [] Director [] | General and/or Managing Partner |
| Full Name (Last nam Oxford Bios | ne first, if individua cience Partners IV | | | | |
| | nce Address (Num y Street, Suite 16 | | et, City, State, Zip Co A 02216 | de) | |
| Check Box(es) that Apply: | [] Promoter [| Beneficial Owner | [] Executive Officer | [] Director [] | General and/or Managing Partner |
| Full Name (Last nam | ne first, if individua | al) | | | · |
| - Rusiness or Resider | nce Address (Num | her and Stree | t City State Zin Co | de) | |

| Check Box(es) that Apply: | | eneficial wner | [] Executive Officer | [] Director [] | General and/or Managing Partner |
|------------------------------|-------------------------|--------------------|--|--|---|
| Full Name (Last nam | e first, if individual) | | 9 | | A CONTRACTOR OF STATES OF |
| Business or Residen | ce Address (Number | and Street, C | ity, State, Zip Code |) | |
| Check Box(es) that Apply: | | eneficial Owner | [] Executive Officer | [] Director [] | General and/or Managing Partner |
| Full Name (Last nam | e first, if individual) | | | | |
| Business or Residen | ce Address (Number | and Street, C | ity, State, Zip Code |) | |
| Check Box(es) that Apply: | | eneficial wner | [] Executive Officer | [] Director [] | General and/or Managing Partner |
| Full Name (Last nam | e first, if individual) | | | | |
| Business or Residen | ce Address (Number | and Street, C | ity, State, Zip Code |) | •. • |
| Check Box(es) that Apply: | | eneficial wner | [] Executive Officer | [] Director [] | General and/or Managing Partner |
| Full Name (Last nam | e first, if individual) | | NATE OF THE PROPERTY OF THE PR | The second secon | |
| Business or Residen | ce Address (Number | and Street, C | ity, State, Zip Code |) | *** |

Additional Information

Section C.1 and C.2

The Company has entered into a cross license agreement and in connection therewith entered into a stock purchase agreement pursuant to which it: issued 4,500 shares of its Series A Convertible Preferred stock at a purchase price of \$1,000.00 per share in a private placement to an accredited investor.

The Company issued warrants to purchase 1,333,333 shares of its common stock to the Company's investment banking advisor as part of its fees for services rendered in the licensing and stock purchase transaction.

Section C.4(a) and (b)

The Company paid its banking investment advisor the following fees:

- reimbursement of agreed upon out-of-pocket expenses;
- a warrant for the purchase of 1,333,333 shares of the Company's common stock at an exercise price of \$0.27 per share; and
- \$680,000.

Section C.5

The Company will use its adjusted gross proceeds for working capital and general corporate purposes.